

**TRAILER TRAIN  
COMPANY**

300 SOUTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 786-1200

RECORDATION NO. 8894 August 9, 1977  
Filed & Recorded

AUG 11 1977-9 117-223A 011

Mr. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

DATE AUG 11 1977

FEES 10

ICC Washington, D.C.

RECEIVED  
AUG 11 9 31 AM '77  
I.C.C.  
FEE OPERATION BR.

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the Equipment Trust Agreement Supplement No. 1, dated as of August 1, 1977, which supplements the Equipment Trust Agreement dated as of July 1, 1977, between The Northern Trust Company, as Trustee and Trailer Train Company. Eight counterpart originals of the Supplement are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

- 1116.4(b) - The names and addresses of the parties to the transaction:

Company: Trailer Train Company  
300 South Wacker Drive  
Chicago, Illinois 60606

Trustee: The Northern Trust Company  
50 South LaSalle Street  
Chicago, Illinois 60675

- 1116.4(c) - The general description of the railroad rolling stock covered by the enclosed Equipment Trust Agreement Supplement No. 1 is set forth in Schedule A attached to this letter and made a part hereof.

- 1116.4(e) - The prior recordation relating to this Supplement has been made on July 8, 1977, at 2:00 P.M., recordation number 8874.

- 1116.4(f) - Six (6) counterpart originals of the Manufacturing Agreement being recorded should be returned to Kunkel Transportation Services, Inc.

Very truly yours,

*T.D. Marion*

T. D. Marion  
Manager, Equipment Financing

nh

Enclosures

*Courtesy - Cecile L. Clark*

\*8455-A

*Amended*  
SCHEDULE A

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (All Inclusive)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
<u>Bethlehem Steel Corporation</u>				
89'4" 70-ton Capacity, Hydraulic	90	700385 - 700474	\$31,919.57	\$ 2,872,761.30
Draft Gear, Flush Deck Low-Level	120	700475 - 700594	32,748.33	3,929,799.60
Flatcar for Autorack Service	49	700595 - 700619	32,450.40	1,590,069.60
	30	700621 - 700644		
	<del>30</del> 287	700645 - 700674	32,998.12	989,943.60
89'4" 70-ton Capacity, Hydraulic	80	965668 - 965747	32,350.00	2,588,000.00
Draft Gear, Flush Deck Standard-Level Flatcar for Autorack Service	135	965748 - 965882	32,350.00	4,367,250.00
<u>Pullman Incorporated (Pullman Standard Division)</u>				
89'4" 70-ton Capacity, Hydraulic	230	851363 - 851592	32,128.22	7,389,490.60
Draft Gear, Flush Deck Low-Level	175	851593 - 851767	32,228.18	5,639,931.50
Flatcar for Autorack Service	234	851768 - 852001	33,065.98	7,737,439.32
	285	852002 - 852286	33,520.00	9,553,200.00
	47			
<u>ACF Industries, Inc.</u>				
89'4" 70-ton Capacity, Hydraulic	200	820000 - 820199	31,976.27	6,395,254.00
Draft Gear, Flush Deck Low-Level	100	820200 - 820299	31,973.17	<u>3,197,317.00</u>
Flatcar for Autorack Service				
	<u>1728</u>			<u>\$56,250,456.52</u>

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

**8/11/77**

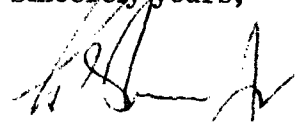
**OFFICE OF THE SECRETARY**

**T.D. Marion**  
**Manager. Equip. Financing**  
**Trailer Train Company**  
**300 South Wacker Drive**  
**Chicago, Illinois 60606**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on **8/11/77** at **9:35am** ,  
and assigned recordation number(s) **8874-A**

Sincerely yours,

  
**H.G. Homme, Jr.**  
**Acting Secretary**

Enclosure(s)

RECORDATION NO. 8874-A Filed & Recorded

AUG 11 1977-9

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1  
dated as of August 1, 1977, by and between THE NORTHERN  
TRUST COMPANY, a corporation of the State of Illinois,  
as Trustee (hereinafter called the Trustee), and TRAILER  
TRAIN COMPANY, a Delaware corporation (hereinafter  
called the Company)

WHEREAS the parties hereto have entered into an Equipment  
Trust Agreement dated as of July 1, 1977 (hereinafter called the  
Trust Agreement) providing for the sale, transfer and delivery to  
the Trustee of certain railroad equipment described in Schedule A  
thereto; and

WHEREAS the Trust Agreement has been filed and recorded with  
the Interstate Commerce Commission pursuant to the requirements  
of Section 20c of the Interstate Commerce Act on July 8, 1977,  
at 2:00 P.M., and assigned recordation number 8874; and

WHEREAS the Trust Agreement provides for the execution and  
delivery of supplements thereto for the purpose of substituting  
Equipment (as defined in the Trust Agreement) in lieu of units of  
Equipment described in said Schedule A thereto prior to delivery  
by the Trustee; and

WHEREAS the parties hereto desire to supplement the Trust  
Agreement;

NOW THEREFORE, in consideration of the mutual covenants and  
promises herein contained, the parties hereto hereby agree as  
follows:


(1) Schedule A is hereby supplemented and restated in its  
entirety as set forth in Exhibit I hereto.

(2) The Company will promptly cause this Supplement No. 1 to  
be filed and recorded with the Interstate Commerce Commission  
pursuant to the requirements of Section 20c of the Interstate  
Commerce Act.

Except as supplemented hereby, the Trust Agreement shall  
remain unaltered and in full force and effect.


IN WITNESS WHEREOF, the Company and the Trustee hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE NORTHERN TRUST COMPANY,  
Trustee


By   
Vice President

(CORPORATE SEAL)

Attest:

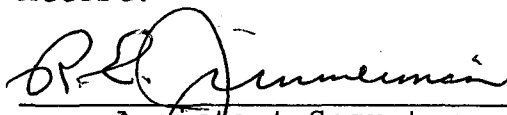
  
Assistant Secretary

TRAILER TRAIN COMPANY

By   
Vice President - General  
Counsel and Secretary

(CORPORATE SEAL)

Attest:

  
Assistant Secretary

STATE OF ILLINOIS       )  
                              )   SS.:  
COUNTY OF COOK

On this 8th day of August, 1977, before me personally appeared  
*E. F. Weber* , to me personally known, who, being by me  
duly sworn, says that he is a                      Vice President of THE  
NORTHERN TRUST COMPANY, that one of the seals affixed to the fore-  
going instrument is the corporate seal of said corporation, that  
said instrument was signed and sealed on behalf of said corporation  
by authority of its Board of Directors and he acknowledged that the  
execution of the foregoing instrument was the free act and deed of  
said corporation.

  
\_\_\_\_\_  
Notary

(NOTARIAL SEAL)

My Commission Expires:

My Commission Expires September 14, 1977.

STATE OF ILLINOIS       )  
                              )   SS.:  
COUNTY OF COOK

On this 8th day of August, 1977, before me personally appeared  
R. J. Williams, to me personally known, who, being by me duly sworn,  
says that he is the Vice President-General Counsel and Secretary of  
TRAILER TRAIN COMPANY, that one of the seals affixed to the fore-  
going instrument is the corporate seal of said corporation, that  
said instrument was signed and sealed on behalf of said corporation  
by authority of its Board of Directors and he acknowledged that the  
execution of the foregoing instrument was the free act and deed of  
said corporation.

  
\_\_\_\_\_  
Notary

(NOTARIAL SEAL)

My Commission Expires:

My Commission Expires May 25th, 1981

SCHEDULE A

<u>Type</u>	<u>Quantity</u>	<u>Company Car Numbers (All Inclusive)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
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